

Hearing Date and Time: March 21, 2019 at 10:00 am (Eastern)

THE SARACHEK LAW FIRM

Joseph E. Sarachek
101 Park Avenue -27th Floor
New York, NY. 10178
Telephone: (646) 517-5420
Facsimile: (646) 861-4950

*Attorneys for Mien Co. Ltd., Helen Andrews, Strong Progress Garment
Factory Company Limited, Samil Solutions, and Shanghai Fochier*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDING CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

**AFFIDAVIT OF MICHELLE CHAN IN SUPPORT OF
STATEMENT OF MIEN CO. LTD, HELEN ANDREWS,
STRONG PROGRESS GARMENT FACTORY COMPANY LTD,
SAMIL SOLUTIONS, AND SHANGHAI FOCHIER IN
SUPPORT OF MEDIATION AND 503(b)(9) MEDIATOR**

1. I, Michelle Chan, am the principal of Mien Co. Ltd and submit this Affidavit in Support of the Statement in support of Mediation and a 503(b)(9) Mediator filed by Mien Co., Ltd, Helen Andrews, Strong Progress Garment Factory Company, Ltd., Samil Solutions and Shanghai Fochier, dated March 14, 2019 ("Docket No. 2835").
2. Mien is a Chinese manufacturer and vendor of Sears Holdings Corp. (the "Debtors") located in Hong Kong and Dong Guan City which manufactures Jaclyn Smith licensed handbags, private label handbags, backpacks, belts and buckles.
3. Mien is owed \$2,154,413.64 from Sears, Roebuck and Co. (Claim No. 2474) and \$2,082,245.90

from Kmart Corporation (Claim No. 2461), of which approximately \$500,000 is owed for goods received by the Debtors within the 20 days of the Petition Date. Subsequent to the Petition Date, Mien has supplied the Debtors with merchandise.

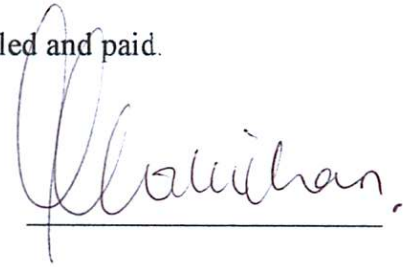
4. Mien is a small company and is under significant pressure from its suppliers as a result of the non-payment by the Debtors. In fact, a number of suppliers have personally threatened me because of non-payment.

5. Prior to the Petition Date, Mien had been supplying the Debtors post-petition on terms that require payment within 60 days after receipt. After the Petition Date, the payment terms were reduced to 10 days after receipt. I have been in constant contact with Debtors' management to insure payments are timely made according to terms. I am submitting this affidavit in support of Transform/ESL's motion because the Debtors have failed to pay Mien for certain invoices in the sum of \$14,286.30¹. See attached exhibit 1. The exhibit also reflects my conversations with representatives of the Debtors. My understanding is that the payment failure arises over whether the Debtors or Transform/ESL are responsible for paying invoices prior to February 11, 2019, the date the Transform/ESL sale closed. The failure to pay my post-petition invoices has further hurt my credibility with my suppliers and caused me great harm.

6. As a result of the failure to timely pay post-petition invoices, I am extremely concerned about whether there will be problems reviewing and paying 503(b)(9) claims on a timely basis. Based on the documents filed in Bankruptcy Court with respect to the Transform/ESL sale, I represented to my vendors that within 120 days of the closing date ("February 11, 2019"), Mien would receive payment on the 503(b)(9) claims. If Mien does not timely receive payment on the 503(b)(9) claims, it will cause further damage to my business, and I may have to shut down my operations.

¹ Although Mien's invoices are dated September 24, 2018, the goods were not shipped until mid-December 2018, payment was due on February 28, 2019.

7. For these reasons, I urge this Court to appoint a Mediator with respect to the Transform/ESL sale and to insure that 503(b)(9) claims are timely reconciled and paid.



SWORN TO ME THIS
18th day of March 2019


NOTARY PUBLIC

JOSEPH E. SARACHEK
NOTARY PUBLIC-STATE OF NEW YORK
No. 02SA6155504 335555
Qualified in Westchester County
My Commission Expires 1/19/2020

EXHIBIT 1

DATE: September 24, 2018

INVOICE NO.: 201822119890

9607
MIEN CO LTD
A5-B,BLK A,12/F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: SEARS ROEBUCK & CO.
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg, PA

MODE OF TRANSPORTATION: Ocean

FOB China

| MARKS AND NUMBERS | DESCRIPTION OF GOODS | QUANTITY (CARTONS) | QUANTITY (PER UNIT PRICE) | UNIT PRICE | AMOUNT (US\$ PER) |
|-------------------|----------------------|-----------------------|------------------------------|------------|----------------------|
| SEARS | SL6611 | 25 | 150 | 4.650 USD | 697.50 USD |
| | | CARTONS | PIECES | PIECES | |

ITEM: 570052931243
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39643/099

ME-18-4150-S
MINI CROSSBODY WITH JS LOGO
SEARS //JACLYN SMITH// LADIES
JACQUARD JS SAFFIANO PVC HANDBAG WITH FRONT AND BACK 5# ZIPPER COMPARTMENT.
METAL LOGO ON FRONT,METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP WITH METAL
BUCKEL FOR ADJUSTING THE LENGTH ,INTERIOR FLOCK CLOTH LINING PHONE POCKET AND 3#
NYLON ZIPPER POCKET.BACK ZIP COMPARTMENT 5# NYLON ZIPPER.
FABRICATION:
SHELL : 100% PVC
LINING:100 POLYESTER
SIZE: 8.4" X 6" X 2.6"

| | | | |
|-----------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | SL6611 | REFERENCE NO. | 803P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 9607 |
| VENDOR ITEM CODE | ME-18-4150-S | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
DONGGUAN YONGSHENG HANDBAG CO., LTD
UNIT 2, ZHONGXIN ROAD
YICUN VILLAGE
DONGGUAN / ZHONGTANG
GUANGDONG
China
FTY MID NO. CNDONYON2DON

| | | | | | | |
|-------|--------|------------------|---------|-----|------------|--------------|
| SEARS | SL6618 | MINI CROSS BLACK | 69 | 69 | 27.900 USD | 1,925.10 USD |
| | | | CARTONS | AST | AST | |

ITEM: 570052931730
MADE IN CHINA (MAINLAND)
CONTENTS 1 ASSORTMENT
SEARS DIV 688
SEARS ITEM/SKU 39642/

ME-18-4150-S
MINI CROSSBODY WITH JS LOGO
SEARS //JACLYN SMITH// LADIES, SIZE: 8.4" X 6" X 2.6"
JACQUARD JS SAFFIANO PVC HANDBAG WITH FRONT AND BACK 5# ZIPPER COMPARTMENT.
METAL LOGO ON FRONT,METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP WITH METAL
BUCKEL FOR ADJUSTING THE LENGTH ,INTERIOR FLOCK CLOTH LINING PHONE POCKET AND 3#
NYLON ZIPPER POCKET.BACK ZIP COMPARTMENT 5# NYLON ZIPPER.
FABRICATION:
SHELL : 100% PVC
LINING:100 POLYESTER

DATE: September 24, 2018
 INVOICE NO.: 201822119890

9607
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: SEARS ROEBUCK & CO.
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China
 MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

| | | | |
|--------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | SL6818 | REFERENCE NO. | 803P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 9607 |
| VENDOR ITEM CODE | ME-18-4150-S | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

| | | | | | | |
|-------|--------|-------------------------|---------|-----|------------|--------------|
| SEARS | SL6827 | FLORAL PRI BLACK FLORAL | 125 | 125 | 40.800 USD | 5,100.00 USD |
| | | | CARTONS | AST | AST | |

ITEM: 560013121157
 MADE IN CHINA (MAINLAND)
 CONTENTS 1 ASSORTMENT
 SEARS DIV 688
 SEARS ITEM/SKU 39715/

Style : ME-18-4403-S
 SEARS // NO BRAND// Ladies Handbag
 FLORAL PRINT BACKPACK
 DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POCKET
 AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
 HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
 PVC STRPE WITH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
 AND METAL D RING.
 Fabrication:
 SHELL: 100% PVC
 LINGING:100% POLYESTER
 TRIM:100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER
 Item size:10.5" x 9" x 4.5"

| | | | |
|--------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | SL6827 | REFERENCE NO. | 801P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 9607 |
| VENDOR ITEM CODE | ME-18-4403-S | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

DATE: September 24, 2018

INVOICE NO.: 201822118890

9607
MIEN CO LTD
A5-B,BLK A,12F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: SEARS ROEBUCK & CO.
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

| | | | | | | |
|-------|--------|--------------------------|---------|--------|-----------|--------------|
| SEARS | SL6845 | FLORAL PRI NO SIZE BLACK | 25 | 150 | 6.800 USD | 1,020.00 USD |
| | | | CARTONS | PIECES | PIECES | |

ITEM: 560013121132
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39715/099

STYLE : ME-18-4403-S
SEARS // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POKKRT
AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
PVC STRPE WTTTH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
AND METAL D RING.
ITEM SIZE:10.5" X 9" X 4.5"
FABRICATION:
SHELL: 100% PVC
LINGING:100% POLYESTER
TRIM-100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER

| | | | |
|-----------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | SL6845 | REFERENCE NO. | 801P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 9607 |
| VENDOR ITEM CODE | ME-18-4403-S | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
DONGGUAN YONGSHENG HANDBAG CO., LTD
UNIT 2, ZHONGXIN ROAD
YICUN VILLAGE
DONGGUAN / ZHONGTANG
GUANGDONG
China
FTY MID NO. CNDONYON2DON

| | | | | | | |
|-------|--------|--------------------------|---------|--------|-----------|--------------|
| SEARS | SL6845 | FLORAL PRI NO SIZE WHITE | 25 | 150 | 6.800 USD | 1,020.00 USD |
| | | | CARTONS | PIECES | PIECES | |

ITEM: 560013121140
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39852/099

STYLE : ME-18-4403-S
SEARS // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POKKRT
AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
PVC STRPE WTTTH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
AND METAL D RING.
ITEM SIZE:10.5" X 9" X 4.5"
FABRICATION:
SHELL: 100% PVC
LINGING:100% POLYESTER
TRIM-100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER

COMMERCIAL INVOICE

DATE: September 24, 2018

INVOICE NO.: 201822119890

9607
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: SEARS ROEBUCK & CO.
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China
 MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

| | | | |
|--------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | SL6845 | REFERENCE NO. | 801P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 9607 |
| VENDOR ITEM CODE | ME-18-4403-S | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

PAYMENT TERM Open Acct
 ORDER PAYMENT TERMS
 DRAWN UNDER OPEN ACCOUNT
 LC# NO LC

| | QUANTITY (CARTONS) | QUANTITY (INVOICE UNITS) | AMOUNT (US\$) |
|---------------|-----------------------|-----------------------------|---------------|
| TOTAL INVOICE | 269 | 450 | 9,762.60 USD |
| | | 184 | ASSORTMENTS |

TOTAL US DOLLARS NINE THOUSAND SEVEN HUNDRED SIXTY-TWO DOLLARS AND SIXTY CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

| | |
|----------------|--|
| MIEN CO LTD | |
| EMPLOYEE NAME | |
| EMPLOYEE TITLE | |

DATE: September 24, 2018
INVOICE NO.: 201822120138

6056
MIEN CO LTD
A5-B,BLK A,12F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: KMART CORPORATION
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA
FOB China

| MARKS AND NUMBERS | DESCRIPTION OF GOODS | QUANTITY (CARTONS) | QUANTITY (PER UNIT PRICE) | UNIT PRICE | AMOUNT (US\$ PER) |
|-------------------|----------------------|-----------------------|------------------------------|------------|----------------------|
| KMART | B2WZS | 51 | 306 | 4.650 USD | 1,422.90 USD |
| | | CARTONS | PIECES | PIECES | |

ITEM: 810047912084
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES

DESCRIPTION:
STYLE# ME-18-4150-K MINI CROSSBODY WITH JS LOGO PATTERN
JACQUARD JS SAFFIANO PVC WITH FRONT AND BACK 5# ZIPPER COMPARTMENT, JACLYN
SMITH METAL LOGO ON FRONT, METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP
WITH METAL SLIDER BUCKLE FOR ADJUSTING THE LENGTH, INTERIOR FLOCK CLOTH LINING
PHONE POCKET AND #3 NYLON ZIPPER POCKET, BACK ZIP COMPARTMENT #5 NYLON ZIPPER.
SIZE: 8.4" X 6" X 2.6"
FABRICATION
SHELL: 100% PVC
LINING: FLOCK CLOTH

| | | | |
|-------------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | B2WZS | REFERENCE NO. | 803P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 6056 |
| VENDOR ITEM CODE | ME-18-4150-K | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |
| FACTORY NO. | 105807 | | |
| DONGGUAN YONGSHENG HANDBAG CO., LTD | | | |
| UNIT 2, ZHONGXIN ROAD | | | |
| YICUN VILLAGE | | | |
| DONGGUAN / ZHONGTANG | | | |
| GUANGDONG | | | |
| China | | | |
| FTY MID NO. | CNDONYON2DON | | |

| | | | | | | |
|-------|-------|--|---------|--------|-----------|--------------|
| KMART | B2XHE | FLORAL PRINT BACKPAONE SIZE BLACK FLOR | 38 | 228 | 6.800 USD | 1,550.40 USD |
| | | | CARTONS | PIECES | PIECES | |

ITEM: 820013120001
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES

STYLE : ME-18-4403-K
KMART // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION
BRASS ZIPPER FOR FRONT POCKET AND MAIN
CLOSURE, FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH
BACK STRAPS AND HANDLE IN FLORAL PVC
SLIDER AND SQUARE BUCKLE FOR HOLDING
THE CACK STRAPS. LONG PVC STRPE WITH DOG CLIP ATTACH
3D FLORAL FOR DECORATION
ZIPPER PULLERS IN PVC AND METAL D RING.
FABRICATION: TRIM-100% PVC
ZIPPER-5# IMITATION BRASS ZIPPER
8-9 STITCHES PER INCH
SHELL: 100% PVC
LINGING: 100% POLYESTER
ITEM SIZE: 10.5, 9, 4.5

DATE: September 24, 2018

INVOICE NO.: 201822120138

6056
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: K MART CORPORATION
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China
 MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA
 FOB China

| | | | |
|--------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | B2XHE | REFERENCE NO. | 601P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 6056 |
| VENDOR ITEM CODE | ME-18-4403-K | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

| | | | | | | |
|--------|-------|--|---------|--------|-----------|--------------|
| K MART | B2XHE | FLORAL PRINT BACKPAONE SIZE WHITE FLOR | 38 | 228 | 6.800 USD | 1,550.40 USD |
| | | | CARTONS | PIECES | PIECES | |

ITEM: 820013120019
 MADE IN CHINA (MAINLAND)
 CONTENTS 6 PIECES

STYLE : ME-18-4403-K
 K MART // NO BRAND// LADIES HANDBAG
 FLORAL PRINT BACKPACK
 DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION
 BRASS ZIPPER FOR FRONT POKERT AND MAIN
 CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH
 BACK STRAPS AND HANDLE IN FLORAL PVC
 SLIDER AND SQUARE BUCKLE FOR HOLDING
 THE CACK STRAPS .LONG PVC STRPE WTTTH DOG CLIP ATTACH
 3D FLORAL FOR DECORATION
 ZIPPER PULLERS IN PVC AND METAL D RING.
 FABRICATION:TRIM-100% PVC
 ZIPPER-6# IMITATION BRASS ZIPPER
 8-9 STITCHES PER INCH
 SHELL: 100% PVC
 LINGING:100% POLYESTER
 ITEM SIZE:10.5, 9, 4.5

| | | | |
|--------------------------------|--------------|-------------------|------------------|
| CONTRACT NO. | B2XHE | REFERENCE NO. | 601P |
| DC CODE | PCD | DEPARTMENT NO. | 030 |
| DIVISION NO. | Division 4 | VENDOR NO. | 6056 |
| VENDOR ITEM CODE | ME-18-4403-K | COUNTRY OF ORIGIN | CHINA (MAINLAND) |
| BINDING RULING # OR PRECLASS # | | CATEGORY | RNONE |

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

COMMERCIAL INVOICE

Page 3 of 3

DATE: September 24, 2018

INVOICE NO.: 201822120138

6056
MIEN CO LTD
A5-B,BLK A,12/F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: K MART CORPORATION
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

PAYMENT TERM Open Acct
ORDER PAYMENT TERMS
DRAWN UNDER OPEN ACCOUNT
LC# NO LC

| | QUANTITY (CARTONS) | QUANTITY (INVOICE UNITS) | AMOUNT (US\$) |
|---------------|-----------------------|-----------------------------|---------------|
| TOTAL INVOICE | 127 | 762 PIECES | 4,523.70 USD |

TOTAL US DOLLARS FOUR THOUSAND FIVE HUNDRED TWENTY-THREE DOLLARS AND SEVENTY CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

| | |
|----------------|--|
| MIEN CO LTD | |
| EMPLOYEE NAME | |
| EMPLOYEE TITLE | |

To: Kwan, Sherri (HK)

CC: Fung, Wing (HK); May.Li; Ng, Yammy (HK); Sandra.Lee9; Vinus.Soo; Chen, Celia (Shanghai); Chen, Karen (Shanghai)

Subject: Re: RE: The current status of Sears

Thank you very much your reply Sherri,

I am really in a spicy hot situation to get the new orders to cover all old debtor's eyes! Please help to prioritise our PO work once you get any news from your buyer.

Also we are still being held up on the "for the outstanding payment \$14,286.3 which was due on 2/28 "

I need the above payment to be paid as quick as possible please as we are totally totally running out of cash!!!
Please help Sherrie.

Best regards,

Michelle Chan
Mien Co., Ltd.

From: Kwan, Sherri (HK)

Date: 2019-03-14 18:51

To: michelle@mien-co.com

CC: Fung, Wing (HK); Li, May (HK); Ng, Yammy (HK); Li, May (HK); Lee, Sandra (HK); Soo, Vinus (HK); Chen, Celia (Shanghai); Chen, Karen (Shanghai)

Subject: RE: The current status of Sears

Hi Michelle,

Buying team is still working on Fall 19 new orders, no vendors are receiving new orders, we will keep vendors be updated upon received order commitment from buyers.

Thanks for patient.

Sherri

From: michelle@mien-co.com [mailto:michelle@mien-co.com]

Sent: Wednesday, March 13, 2019 3:27 PM

To: Li, May (HK) <May.Li@searshc.com>; Lee, Sandra (HK) <Sandra.Lee9@searshc.com>; Soo, Vinus (HK) <Vinus.Soo@searshc.com>

Cc: Kwan, Sherri (HK) <Sherri.Kwan@searshc.com>; Fung, Wing (HK) <Wing.Fung@searshc.com>; Li, May (HK) <May.Li@searshc.com>; Ng, Yammy (HK) <Yammy.Ng@searshc.com>

Subject: The current status of Sears

Enterprise Security Team Alert: This email originated from outside of the organization. Please use caution when opening messages from external sources.